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June 18, 2008

RECORDATION NO. 27474 <sup>A</sup> <sub>FILED</sub>

**VIA E-FILING**

Anne K. Quinlan, Esquire  
Acting Secretary  
Office of the Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

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SURFACE TRANSPORTATION BOARD

Dear Ms. Quinlan:

Enclosed for electronic filing with the Surface Transportation Board (the "STB") and to be recorded pursuant to the provisions of 49 U.S.C. Section 11301(a) is an executed copy of the Memorandum of Assignment and Assumption Agreement, dated as of May 28, 2008 (the "Assignment") between Greenbrier Leasing Company ("Greenbrier"), as assignor, and Citicorp Railmark, Inc. ("CitiRail"), as assignee, which Assignment is a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed Assignment relates to that certain Lease Agreement dated as of January 1, 2008 between Greenbrier, as lessor, and CSX Transportation, Inc. ("CSXT"), as lessee, and Schedule No. 1 thereto dated January 1, 2008 between Greenbrier and CSXT (collectively, the "Lease"). A Memorandum of the Lease dated as of January 1, 2008 was duly filed with the STB on April 23, 2008 and assigned recordation number 27474.

The name and address of the party to the enclosed Assignment is:

Assignor: Greenbrier Leasing Company  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Assignee: Citicorp Railmark, Inc.  
388 Greenwich St., 20th Floor  
New York, NY 10013



Ms Anne K. Quinlan  
June 18, 2008  
Page 2

A description of the railroad equipment covered by the enclosed Assignment is as follows: 110 steel triple covered hopper cars marked CSXT 265200 to CSXT 265309, inclusive.

The required recordation fee of \$35.00 is being paid herewith.

Kindly return a file-stamped copy of the Assignment and this letter to Susan G. Lichtenfeld at DLA Piper US LLP, 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601. Following is a short summary of the enclosed document:

**Secondary Document to be Recorded**

Memorandum of Assignment and Assumption Agreement, dated as of May 28, 2008 between Greenbrier Leasing Company and Citicorp Railmark, Inc.

**Documents to Which the Secondary Document Relates**

Lease Agreement dated as of January 1, 2008 between Greenbrier Leasing Company, as lessor, and CSX Transportation, Inc., as lessee, and Schedule No. 1 thereto dated as of January 1, 2008 (collectively, the "Lease"). A Memorandum of the Lease dated as of January 1, 2008 was duly filed with the STB on April 23, 2008 and assigned recordation number 27474.

Very truly yours,

DLA Piper US LLP

A handwritten signature in cursive script, appearing to read 'Susan Lichtenfeld', written over the typed name 'Susan G. Lichtenfeld'.

Enclosure

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SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**BETWEEN**

**GREENBRIER LEASING COMPANY LLC**

**AND**

**CITICORP RAILMARK, INC.**

**MAY 28, 2008**

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Memorandum of Assignment and Assumption Agreement made and entered into as of May 28, 2008, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Assignor"), and Citicorp Railmark, Inc., a Delaware corporation ("Assignee").

**WITNESSETH:**

1. Assignor, as Lessor, leased to CSX Transportation, Inc. ("Lessee") one hundred ten (110) 5,188 cubic foot, 111-ton welded steel triple covered hopper cars, marked and numbered CSXT 265200 through CSXT 265309, inclusive (the "Cars"), pursuant to that certain Lease Agreement dated as of January 1, 2008, and Schedule No. 1 thereto dated as of January 1, 2008 (Schedule No. 1, as amended, and the Lease Agreement as it relates to Schedule No. 1 collectively, the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the Cars.
3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignor with due authority and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignor. I further declare under penalty of perjury that the foregoing is true and correct.

**GREENBRIER LEASING COMPANY LLC**

By: 

Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignee by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignee. I further declare under penalty of perjury that the foregoing is true and correct.

**CITICORP RAILMARK, INC.**

By: \_\_\_\_\_

Title: Senior Vice President

Memorandum of Assignment and Assumption Agreement made and entered into as of May 28, 2008, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Assignor"), and Citicorp Railmark, Inc., a Delaware corporation ("Assignee").

**WITNESSETH:**

1. Assignor, as Lessor, leased to CSX Transportation, Inc. ("Lessee") one hundred ten (110) 5,188 cubic foot, 111-ton welded steel triple covered hopper cars, marked and numbered CSXT 265200 through CSXT 265309, inclusive (the "Cars"), pursuant to that certain Lease Agreement dated as of January 1, 2008, and Schedule No. 1 thereto dated as of January 1, 2008 (Schedule No. 1, as amended, and the Lease Agreement as it relates to Schedule No. 1 collectively, the "Lease").
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3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignor with due authority and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignor. I further declare under penalty of perjury that the foregoing is true and correct.

**GREENBRIER LEASING COMPANY LLC**

By: \_\_\_\_\_

Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignee by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignee. I further declare under penalty of perjury that the foregoing is true and correct.

**CITICORP RAILMARK, INC.**

By: 

Title: Senior Vice President